

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Re: Docket Nos. 152, 657, 893, 928, 960, & 997

**CERTIFICATION OF COUNSEL
REGARDING THE *FURTHER REVISED*
PROPOSED ORDER(I) APPROVING THE DISCLOSURE
STATEMENT, (II) APPROVING SOLICITATION AND VOTING
PROCEDURES, INCLUDING (A) FIXING THE VOTING RECORD DATE,
(B) APPROVING THE SOLICITATION PACKAGES AND PROCEDURES
FOR DISTRIBUTION, (C) APPROVING THE FORM OF THE BALLOTS
AND SOLICITATION MATERIALS AND ESTABLISHING PROCEDURES FOR
VOTING, AND (D) APPROVING PROCEDURES FOR VOTE TABULATION,
(III) SCHEDULING A CONFIRMATION HEARING AND ESTABLISHING NOTICE
AND OBJECTION PROCEDURES, AND (IV) GRANTING RELATED RELIEF**

On November 11, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 152] (the “Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached to the Motion as Exhibit A was a proposed form of order (the “Proposed Order”). The deadline to object to the relief requested in the Motion was December 10, 2024 at 4:00 p.m. (ET), which was extended for certain parties.

On February 19, 2025, the Court held a hearing (the “Hearing”) to consider approval of the Motion. At the Hearing, the Court granted approval of the Motion, subject to amending the Proposed Order to incorporate the Court’s comments to the Proposed Order and comments received from certain interested parties. Consistent with the Court’s ruling at the Hearing, the Debtors have amended the Proposed Order in the form attached hereto as **Exhibit A** (the “Revised Proposed Order”). For the convenience of the Court and all interested parties, a blackline of the Proposed Order compared to the Revised Proposed Order is attached hereto as **Exhibit B**.

The Debtors submit that the Revised Proposed Order is appropriate and consistent with the Court’s ruling at the Hearing. The Debtors have circulated the Revised Proposed Order to counsel for the Freedom Lender Group, counsel for the DIP Lenders and Consenting First Lien Lenders, and counsel for the Creditors’ Committee, and none of such parties object to entry of the Revised

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Sixth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1015].

Proposed Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or hearing.

Dated: February 21, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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